

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re:	: Chapter 11
	: :
DELPHI CORPORATION, <u>et al.</u> ,	: Case Nos. 05-44481 (RDD)
	: Jointly Administered
Debtor.	: :
..... X	

SUPPLEMENTAL AFFIDAVIT OF LEGAL ORDINARY COURSE PROFESSIONALS

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

Stephen D. Gardner being duly sworn, deposes and says:

1. I am a partner of Kronish Lieb Weiner & Hellman LLP (“Kronish Lieb”) which firm maintains offices at 1114 Avenue of the Americas, New York, NY 10036.
2. This affidavit supplements my affidavit (the “Affidavit”) dated January 12, 2006 in support of Kronish Lieb’s retention as a legal ordinary course professional by the Debtors.
3. As set forth in the Affidavit, Kronish Lieb represents Delphi Corporation as counsel in a variety of general federal income tax matters (including questions relating to corporate income tax, the income tax treatment of joint ventures, foreign tax credits and the United States tax consequences of the restructuring of certain of its foreign activities).
4. The Debtors have requested, and Kronish Lieb has agreed, to continue to represent and advise the Debtors pursuant to section 327(e) of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended (the “Bankruptcy Code”), with respect to such matters.
5. Kronish Lieb and its partners, associates, counsel and other members may have in the past represented, currently represent, and may in the future represent entities that are claimants of the Debtors in matters totally unrelated to these pending chapter 11 cases. Kronish Lieb does not and will not represent any such entity in connection with these pending chapter 11 cases and does not have any relationship with any such entity, attorneys, or accountants that would be adverse to the Debtors or their estates, except as follows:

Kronish Lieb has recently been engaged to serve as local counsel by an entity known as Wireless Matrix in the MobileAria, Inc. bankruptcy proceeding. Kronish Lieb’s representation of Wireless Matrix will be limited to the support of a motion filed by MobileAria to assume and assign a certain executory contract to Wireless Matrix. Wireless Matrix and MobileAria are not adverse with respect to this engagement. Delphi has agreed to waive any

conflict with respect to Kronish Lieb's representation of Wireless Matrix in the MobileAria matter, however, this is conditioned upon Wireless Matrix and MobileAria not becoming adverse to each other with respect to that engagement. To the extent that Wireless Matrix and MobileAria become adverse, Kronish Lieb shall withdraw its representation as local counsel for Wireless Matrix in the MobileAria matter and not counsel with Wireless Matrix and MobileAria or any new attorneys retained by them for such adverse representation.

FURTHER AFFIANT SAYETH NOT

/s/ STEPHEN D. GARDNER
STEPHEN D. GARDNER, ESQ.

Subscribed and sworn before me
this 9th day of June, 2006

/s/ Eileen Klein
Notary Public

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CERTIFICATE OF SERVICE

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

Stephen D. Gardner, being duly sworn, deposes and says that on June 9, 2006 he served the within Supplemental Affidavit of Ordinary Course Professionals upon the following by United States regular mail, postage prepaid:

Delphi Corporation
5725 Delphi Drive
Troy, Michigan 48098
Attn: General Counsel

Skadden, Arps, Slate, Meagher & Flom
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606
Attn: John Wm. Butler, Jr., Esq.

U.S. Trustee
33 Whitehall Street, Suite 2100
New York, NH 10044
Attn: Alicia M. Leonhard, Esq.

Latham & Watkins
885 Third Avenue
New York, New York 10022
Attn: Mark A. Broude, Esq.

Simpson Thacher & Bartlett LLP
425 Lexington Avenue
New York, New York 10017
Attn: Marissa Wesley, Esq.

Davis Polk & Wardell
450 Lexington Avenue
New York, New York 10017
Attn: Marlane Melican, Esq.

/s/ STEPHEN D. GARDNER
STEPHEN D. GARDNER, ESQ.

Subscribed and sworn before me
this 9th day of June, 2006

/s/ Eileen Klein
Notary Public